

R&M Docket No.: 1700-2
Client Docket No.: WD1-96-008x**COMBINED DECLARATION AND POWER OF ATTORNEY**

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship is as stated below next to my name,

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled:

*insert title of invention:***CONDITIONAL PURCHASE OFFER MANAGEMENT SYSTEM**

the specification of which

| | |
|-------------------|---|
| <i>check one:</i> | |
| X | is attached hereto; or |
| | |
| | was filed as U.S. Patent Application Serial No. _____ on _____, and was amended on _____ (if applicable); or |
| | |
| | was described and claimed in International Application No. _____ filed on _____ and as amended on _____ (if applicable). |

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendments referred to above, and that it contains a full, clear, concise and exact description of the subject matter for which a patent is sought.

I acknowledge the duty to disclose information which is material to the examination of this application in accordance with Title 37, Code of Federal Regulations, § 1.56.

Prior Application(s)

(Check if applicable) I hereby claim foreign priority benefits under Title 35, United States Code § 119, of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed:

| | | | Priority Claimed? | |
|----------|-----------|----------------------|--------------------------|--------------------------|
| (Number) | (Country) | Day/month/year filed | <input type="checkbox"/> | <input type="checkbox"/> |
| | | | Yes | No |
| (Number) | (Country) | Day/month/year filed | <input type="checkbox"/> | <input type="checkbox"/> |
| | | | Yes | No |

(Check if applicable) I hereby claim the benefit under Title 35, United States Code, § 120 of any United States application(s) listed below:

| | | |
|--|------------------------------------|--|
| 08/707,660 (Application Serial No.) | September 4, 1996 (Filing Date) | Pending Status (Patented, pending, abandoned) |
| | | |

(Check if applicable) In this continuation-in-part application, insofar as the subject matter of any of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code, Section 112, I acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulations, Section 1.56(a) which occurred between the filing date of the prior application and the national or PCT international filing date of this application.

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

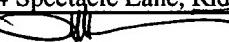
y I hereby appoint Joseph B. Ryan, Reg. No. 37,922, and Kevin M. Mason, Reg. No. 36,597, of the firm of Ryan & Mason, L.L.P., whose address is 40 Cranston Street, Fairfield, Connecticut 06430, and Jeffrey L. Brandt, Reg. No. 31,490, and Robert R. Lech, Reg. No. 37,169, of Walker Digital, whose address is Four High Ridge Park, Stamford, CT 06905, as my attorneys with full power of substitution and revocation, to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith.

Please address all written correspondence to the following address:

Ryan & Mason, L.L.P.
40 Cranston Street
Fairfield, CT 06430
Fax (203) 255-6570

Telephone Calls should be directed to Kevin M. Mason, by dialing (203) 255-6560.

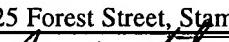
Wherefore I pray that Letters Patent be granted for the invention or discovery described and claimed in the foregoing specification and claims, and I hereby subscribe my name to the foregoing specification and claims, declaration, power of attorney, and this petition.

| | |
|--------------------------------------|---|
| Full name of sole or first inventor: | Jay S. WALKER |
| Residence: | Same as Post Office Address |
| Citizenship: | U.S.A. |
| Post Office Address: | 124 Spectacle Lane, Ridgefield, Connecticut 06877 <i>co</i> |
| Inventor's signature: |  |
| Date: | June 27, 1997 |

ADDED PAGE TO COMBINED DECLARATION AND POWER OF ATTORNEY
FOR SECOND AND SUBSEQUENT INVENTORS

| | |
|---|---|
| Full name of second inventor (if any): | Bruce SCHNEIER |
| Residence: | Same as Post Office Address |
| Citizenship: | U.S.A. |
| Post Office Address: | 101 Minnehaha Parkway, MN 55419 |
| Inventor's signature: |  |
| Date: | June 26, 1997 |

MINNEAPOLIS

| | |
|--|---|
| Full name of third inventor (if any): | James A. JORASCH |
| Residence: | Same as Post Office Address |
| Citizenship: | U.S.A. |
| Post Office Address: | 25 Forest Street, Stamford, CT 06901 |
| Inventor's signature: |  |
| Date: | June 27, 1997 |

| | |
|---|---|
| Full name of fourth inventor (if any): | T. Scott CASE |
| Residence: | Same as Post Office Address |
| Citizenship: | U.S.A. |
| Post Office Address: | 29 Anthony Lane, Darien, Connecticut 06820 |
| Inventor's signature: |  |
| Date: | June 27, 1997 |

Applicant or Patentee: Jay S. WALKER, et al.

R/ Docket No.: 1700-2

Serial or Patent No.: TO BE ASSIGNED

Chas. Docket No.: WDI-96-008x

Filed or Issued: TO BE ASSIGNED

Title: CONDITIONAL PURCHASE OFFER MANAGEMENT SYSTEM

VERIFIED STATEMENT (DECLARATION) CLAIMING SMALL ENTITY
STATUS (37 CFR 1.9(f) and 1.27(c)) - SMALL BUSINESS CONCERN

I hereby declare that I am

- the owner of the small business concern identified below:
 an official of the small business concern empowered to act on behalf of the concern identified below:

NAME OF CONCERN

Walker Asset Management, Limited Partnership

ADDRESS OF CONCERN

Four High Ridge Park, Stamford, CT 06905

I hereby declare that the above identified small business concern qualifies as a small business concern as defined in 13 CFR 121.3-18, and reproduced in 37 CFR 1.9 (d), for purposes of paying reduced fees under section 41(a) and (b) of Title 35, United States Code, in that the number of employees of the concern, including those of its affiliates, does not exceed 500 persons. For purposes of this statement, (1) the number of employees of the business concern is the average over the previous fiscal year of the concern of the persons employed on a full-time, part-time or temporary basis during each of the pay periods of the fiscal year, and (2) concerns are affiliates of each other when either, directly or indirectly, one concern controls or has the power to control the other, or a third party or parties controls or has the power to control both.

I hereby declare that rights under contract or law have been conveyed to and remain with the small business concern identified above with regard to the invention, entitled by inventor(s) described in

- the specification filed herewith
 application serial no. _____, filed _____
 patent no. _____, issued _____

If the rights held by the above identified small business concern are not exclusive, each individual, concern or organization having rights to the invention is listed below* and no rights to the invention are held by any person, other than the inventor, who could not qualify as a small business concern under 37 CFR 1.9 (d) or by any concern which would not qualify as a small business concern under 37 CFR 1.9 (d) or a nonprofit organization under 37 CFR 1.9 (e).

*NOTE: Separate verified statements are required from each named person, concern or organization having rights to the invention averring to their status as small entities. (37 CFR 1.27)

NAME _____
ADDRESS _____

INDIVIDUAL SMALL BUSINESS CONCERN NONPROFIT ORGANIZATION

NAME _____

ADDRESS _____

INDIVIDUAL SMALL BUSINESS CONCERN NONPROFIT ORGANIZATION

I acknowledge the duty to file, in this application or patent, notification of any change in status resulting in loss of entitlement to small entity status prior to paying, or at the time of paying, the earliest of the issue fee or any maintenance fee due after the date on which status as a small entity is no longer appropriate. (37 CFR 1.28 (b))

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application, any patent issuing thereon, or any patent to which this verified statement is directed.

NAME OF PERSON SIGNING:

Jay S. Walker

TITLE OF PERSON OTHER THAN OWNER:

President of Walker Digital Corp., as General Partner of Walker Asset Management, Limited Partnership

ADDRESS OF PERSON SIGNING:

Four High Ridge Park

Stamford, CT 06905

SIGNATURE:

DATE: June 27, 1997